

Company Number 187108

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

NORWEST HOLST GROUP ADMINISTRATION LIMITED

By written resolution pursuant to Clause 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 which Clause is embodied in the Company's Articles of Association and dated Monday 6th September 1993 the following resolution was passed as a special resolution:-

SPECIAL RESOLUTION

"THAT the Company be and is hereby made exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors, the accounts of the Company for the financial year ending 31st December 1992 having been sent out in accordance with Section 238 of the Companies Act 1985, and the company, having been dormant since the end of that year.

*H. J. J. J.*

SECRETARY

